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TALLAHASSEE FLORIDA

DEC 27 2005

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CAM Fabrication, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jason W. Wenzel, Esq.
(Contact Person)

Narcon, O'Hale & Whittington, P.A.
(Firm/Company)

P.O. Box 1567
(Address)

Smithfield, NC 27577
(City/State and Zip Code)

For further information concerning this matter, please call:

Jason W. Wenzel At (919) 934-6021
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
SOUTHERN FORMING AND SUPPLY, INC.
INTO
CAM FABRICATION, INC.**

12/31/05

Pursuant to §55-11-05 of the General Statutes of North Carolina, CAM Fabrication, Inc., a corporation organized under the law of North Carolina (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging Southern Forming and Supply, Inc., a corporation organized under the law of Florida (the "Merging Corporation"), into the Surviving Corporation:

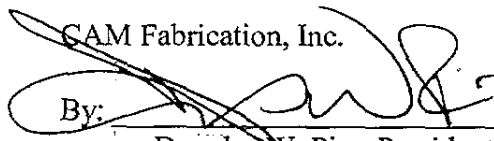
I. The Plan of Merger that was duly approved in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the directors of each of the corporations participating in the merger is attached hereto and incorporated herein by reference.

II. The merger is permitted by the law of state of incorporation or organization of each foreign corporation that is a party to the merger. Each foreign corporation that is a party to the merger has complied or shall comply with the applicable laws of its state of incorporation or organization in effecting the merger. Per N.C. Gen. Stat. § 55-15-21, the Merging Corporation shall simultaneously apply for a certificate of withdrawal.

III. Per N.C. Gen. Stat. § 55-11-04, shareholder approval of the Plan of Merger was not required because the Surviving Corporation is the owner of one hundred percent (100%) of the outstanding shares of each class of the Merging Corporation, and the Plan of Merger does not provide for any changes in the articles of incorporation of the Surviving Corporation that require shareholder action.

IV. The merger will become effective at 11:59 o'clock p.m. on the 31st day of December, 2005.

This the 20th day of December, 2005.

CAM Fabrication, Inc.
By: 
Douglas W. Piar, President

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TALLAHASSEE FLORIDA

EXHIBIT A:

Copy of Plan of Merger, attached.

PLAN OF MERGER:
SOUTHERN FORMING AND SUPPLY, INC.
INTO
CAM FABRICATION, INC.

A. *Corporation Participating in Merger.*

Southern Forming and Supply, Inc., a Florida corporation (the "Merging Corporation"), will merge into CAM Fabrication, Inc., a North Carolina corporation, which will be the surviving corporation (the "Surviving Corporation").

B. *Name of Surviving Corporation.*

After the merger, the Surviving Corporation will have the name "**CAM Fabrication, Inc.**"

C. *Merger.*

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger become effective is hereinafter referred to as the "Effective Time." It is the intent of the Merging Corporation and the Surviving Corporation that this merger will constitute an upstream liquidation of a subsidiary into a parent corporation pursuant to § 332 of the Internal Revenue Code.

D. *Surrender of Shares.*

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. **Merging Corporation.** Each outstanding share of the Merging Corporation will be redeemed by the Surviving Corporation, and any outstanding share certificates for shares of the Merging Corporation shall be surrendered, called-in, and cancelled as of the Effective Date in consideration of the transfer of assets of the Merging Corporation to the Surviving Corporation and its assumption of liabilities and obligations of the Merging Corporation. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such share under this Plan. No interim or fractional shares will be issued.

Plan of Merger
CAM Fabrication, Inc.
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E. *Amendments to Articles of Incorporation.*

There shall be no amendments to the Articles of Incorporation of the Surviving Corporation under this Plan.

F. *Abandonment.*

After approval of this Plan by the directors of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

Respectfully submitted, this the 20th day of December, 2005.

SOUTHERN FORMING AND SUPPLY, INC.

By: 

Print Name: Douglas W. Piar
Print Title: President

CAM FABRICATION, INC.

By: 

Print Name: Douglas W. Piar
Print Title: President